December 18, 2017

REQUEST FOR OFFER (RFO)

RFO#: 17-025
ADDENDUM #01

For:

CAL-ACCESS REPLACEMENT SYSTEM (CARS) PROJECT
SYSTEM INTEGRATOR

The following areas are hereby amended as indicated below and made part of RFO #17-025 for the CAL-ACCESS Replacement System (CARS) Project – System Integrator via this Addendum. The changes are indicated in bold:

1. Cover Page - RFO #17-025 for CARS Project – System Integrator, 2nd paragraph, page 1 of 198

Please read the attached document carefully. The RFO response due date is: **Friday, February 2, 2018 at 4:00 p.m.** Responses to this RFO and any required copies must be submitted by mail or hand delivered, clearly labeled to the department contact noted below.

2. Section I - General Information, Sub-section A. Purpose of the RFO, page 2 of 198

The California Secretary of State (SOS) is seeking a System Integration contractor for the design, development and implementation of an updated system to replace the existing CAL-ACCESS “form-driven” system. In September 2016, the Governor approved Senate Bill (SB) 1349 ([http://www.leginfo.ca.gov/pub/15-16/bill/sen/sb_1301-1350/sb_1349_bill_20160929_chaptered.pdf](http://www.leginfo.ca.gov/pub/15-16/bill/sen/sb_1301-1350/sb_1349_bill_20160929_chaptered.pdf)). This bill directs the SOS to develop and deploy an online, “data-driven” filing and disclosure system and the implementation deadline necessitates an aggressive design and implementation schedule. This bill also provides that the information technology procurement requirements described in Chapter 5.6 (commencing with Section 11545) of Part 1 of Division 3 of Title 2 of the California Government Code, and in Section 12100 of the California Public Contract Code, do not apply to development of the online filing an disclosure system. Please see the State’s Statement of Work (SOW) – Section VII of this RFO and additional documentation contained in this RFO for detailed information. “Offeror” refers to the IT MSA Contract vendor who submits an offer to this RFO. “Contractor” refers to the awarded IT MSA Contractor that provides services resulting from this
RFO. “Consultant(s)” refers to the person or people hired by the Contractor that perform the services detailed in the contract.

In accordance with the Department of General Services, Information Technology Consulting Services Master Service Agreement (IT MSA) #5167010-001 to 253, the Offeror submitting an offer to this RFO agrees to provide the SOS with Information Technology consulting services for the CAL-ACCESS REPLACEMENT SYSTEM (CARS) Project as detailed in this RFO. In the event that the Department of General Services, IT MSA contract term is extended, the Secretary of State may extend for additional time and funds as needed. The IT MSA is hereby incorporated by reference and made part of this agreement.

The consulting services obtained through this contract are anticipated to begin in April 2018 through December 2020.

The Secretary of State will also engage separate consultants/contractors for Independent Verification and Validation, Project Management, Security (including Payment Card Industry Data Security Standards), Enterprise Architecture, Independent Project Oversight, Organizational Change Management, Business Systems Analyst(s) for development of solution requirements and other business system analysis tasks, Data Migration and Test Management. Contractors who are awarded one of these contracts may be prohibited by conflict of interest guidelines from engaging in other contracts related to this project; however, vendors may submit proposals in response to some or all of these engagements to ensure maximum opportunity to compete and participate in this project.

Please note: The Contractor, including all consultants, must sign the Secretary of State specified project Confidentiality Agreement upon award of contract.

3. Section I – General Information, Sub-section C. Key Action Dates, page 3 of 198

Listed below are the key action dates and times by which the actions must be taken or completed. It must be understood that time is of the essence, both for the RFO submittal and contract completion. However, if the State finds it necessary to change any of these dates, it will be accomplished via an addendum to this RFO.

<table>
<thead>
<tr>
<th>#</th>
<th>Key Action</th>
<th>Due Date</th>
<th>Date Time (PST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Release of RFO</td>
<td>10/19/17</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Submission of Written Questions - Round #1</td>
<td>11/3/17</td>
<td>4:00 p.m.</td>
</tr>
<tr>
<td>3</td>
<td>SOS Response(s) to Round #1 Questions</td>
<td>11/17/17</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Submission of Written Questions – Round #2</td>
<td>12/1/17</td>
<td>4:00 p.m.</td>
</tr>
</tbody>
</table>
All dates after the RFO Response Submission (date and time) are approximate and may be changed if needed to allow the State additional time for review and contract execution.

4. Section I – General Information, Sub-section F. RFO Response Requirements, Item 3) Offer Format, page 5 of 198

Failure to clearly identify the Offer on the outside of the package may result in the rejection of the Offer. Offers must contain all requested information and data and conform to the format described in this section.

It is the Offeror’s responsibility to ensure its offer is submitted in an organized manner that enables the Review Team to easily locate all required response content. Offers shall include a table of contents which includes response descriptions and exhibits for each requirement of this RFO. The following must be shown on each page in the lower right corner of the Offer:

- RFO #17-025
- Name of Offeror
- Offer Page Number
  - Offer Section or Exhibit Number

All copies of offers, master and photo copies shall be submitted in accordance with this format:

- Offers shall not be bound; they shall be submitted in binders.
- Page numbers should be located in the same page position throughout the Offer.
- Figures, tables, charts, etc., should be assigned index numbers and be referenced by these numbers in the Offer text. Figures, etc., should be placed as close to text references as possible.
- All pages in the Offer should be consecutively numbered within a section, and must be standard 8.5” x 11” paper (except charts, diagrams, etc., which may be foldouts). If foldouts are used, the folded size must fit within the 8.5” x 11” format.

There is no intent to limit the content of the offer. Additional information deemed appropriate by the Offeror and its proposed solution must be included. However,
cluttering the Offer with irrelevant material only makes the review more difficult. Do not include testimonials about products in the requirement responses.

**Note: the Offerors may provide screen shots, links, or wire frames from other system(s) implemented by the Offeror or the proposed solution.**

5. Section V – Administrative Requirements, Requirement A6, page 33 of 198

The Offeror must submit:

- Audited financial statements or SEC 10K filings (including a balance sheet) that support average annual gross revenue of $30,000,000 or more for each of the company’s last three fiscal years; and
- A completed Exhibit V.1 - Offeror Affirmation of Financial Viability signed by an individual in the Offeror company with the authority to bind the company and which affirms the Offeror company’s financial viability to sustain expenses incurred while performing four (4) months of CARS project work without receiving payment from the SOS.

6. Section V – Administrative Requirements, Requirement A9, page 36 of 198

The Offeror must meet the following mandatory qualifications, which shall include providing descriptions of the referenced projects and client references for the referenced projects using Exhibit V.5 (a) Offeror Qualifications & References (Mandatory):

- Been a prime contractor for at least two (2) IT implementation projects of greater than $10 million project budget each, within the five (5) years preceding the publication of this RFO; and
- At least one (1) of the two (2) IT implementation projects was for a governmental organization with similar size, scope and complexity;
- At least one (1) of the two (2) IT implementation projects was for a medium complex data integration systems that required interfaces with three (3) or more external systems that were not under the control of the Offeror or the Client;
- At least one (1) of the two (2) IT implementation projects is fully complete (in warranty period or later) or substantially complete (in warranty period within twelve (12) months of the release of this RFO).

Client References must include all information required on Exhibit V.5 (a) - Offeror Qualifications & References (Mandatory). The descriptions of these projects must be detailed and comprehensive enough to permit the State to assess the similarity of those projects to the work anticipated in the award of the Contract resulting from this
procurement. The State reserves the right to contact client references listed in the Exhibit to validate the Offeror's experience.

For each client reference, Offerors must provide a client contact reference for someone at a Director level 1 or above from both the business area and the technology area. These references must have been involved with the project or be currently using the solution and be able to provide in-depth answers to questions about the solution.

All Exhibit V.5 (a) - Offeror Qualifications & References (Mandatory) forms submitted in response to this requirement must be completed and signed by the referenced organization or company individual or designee.

7. Section V – Administrative Requirements, Requirement A10, pages 37 and 38 of 198

The Offeror may provide a description of at least one (1) project that meets the desirable Offeror qualification requirements stated below, which includes providing a description(s) of the referenced project(s) and client reference(s) for the referenced project(s) using Exhibit V.5 (b) Offeror Qualifications & References (Desirable):

- At least one (1) year experience using an iterative/incremental development approach.

- At least one (1) project, which must have been completed within the past ten (10) years and that meets the following criteria:

  - A successfully completed system implementation with a scope similar to that described in Section VI – Project Management, Functional and Non-Functional Requirements.

  - An implementation where the total records integrated was at least 1,000,000

  - Implementation and deployment of a system currently in production using cloud Platform-as-a-Service (PaaS) technology

In order to be evaluated, client references must include all information required on Exhibit V.5 (b) - Offeror Qualifications & References (Desirable). The description(s) of the project(s) must be detailed and comprehensive enough to permit the State to assess the similarity of the project(s) to the desirable qualification requirements. The State reserves the right to contact client references listed in the Exhibit to validate the Offeror's desirable experience.

For each client reference, Offerors must provide a client contact reference for someone at a Director level 1 or above from both the business area and the technology area. These references must have been involved with the project or be
currently using the solution and be able to provide in-depth answers to questions about the solution.

All Exhibit V.5 (b) - Offeror Qualifications & References (Desirable) forms submitted in response to this requirement must be completed and signed by the referenced organization or company individual or designee.

8. Section V – Administrative Requirements, Sub-section 12. Proposed Key Staff Qualifications (Mandatory) – (Pass/Fail), Item 5. Lead Security Architect (SA), page 42 of 198

Lead Security Architect (SA)

The DGS IT MSA classification to be used for this role shall be either “Security Engineer” or “Information Security Specialist”; only one classification can be selected. The SA is NOT required as full-time key personnel. The SA will oversee and ensure that system and architecture design meets security requirements. The SA must have:

If the DGS IT MSA “Security Engineer” classification is selected:

- A minimum of ten (10) years of experience with developing and implementing technical solutions to help mitigate security vulnerabilities.

- Possession of a Bachelor’s Degree in an IT-related or Engineering field. Additional qualifying experience may be substituted for the required education on a year-for-year basis.

Or if the DGS IT MSA “Information Security Specialist” classification is selected:

- A minimum of five (5) years of experience applying security policies, standards, testing, modification and implementation. At least three (3) years of that experience must be in information security analysis.

- Possession of a Bachelor’s Degree in an IT-related or Engineering field. Additional qualifying experience may be substituted for the required education on a year-for-year basis.

9. Section V – Administrative Requirements, Sub-section 12. Proposed Key Staff Qualifications (Mandatory) – (Pass/Fail), Requirement A12, page 42 and 43 of 198

The Offeror must assign, at a minimum, the five (5) Key Staff roles defined above to the CARS project for the duration of the service delivery for which they are responsible. The Offeror must assign one (1) staff member for each of the
required Key Staff roles; the same resource may not be assigned to more than one role. The Offeror is not precluded from utilizing subcontractors as necessary to meet the requirements.

The Offeror must identify the individual names of the five (5) Key Staff for each of the proposed role(s) using the applicable Exhibit V.6 (1 – 5) Key Staff Experience Matrix and submit a Staff Resume for each of the proposed Key Staff.

All information required on Exhibit V.6 (1 – 5) Key Staff Experience Matrix must be completed, including Client information. The descriptions of the projects must be detailed and comprehensive enough to permit the State to assess the similarity of those projects and the type of work experience attained to the work anticipated in the award of the Contract resulting from this procurement. All client references must be specific to the services proposed for the proposed candidate’s role. (See Exhibit V.6 (1–5) – Key Staff Experience Matrix Templates and Instructions for further detail.)

Each proposed Key Staff must meet the mandatory requirements identified in the role description, including all education requirements and experience for their proposed classification required in accordance with the DGS IT MSA, and respectively, as documented in the applicable Exhibit V.6 (1 – 5) Key Staff Experience Matrix with supplemental information provided in the respective Staff Resume.

All referenced work used to meet these requirements must have been performed within the past ten (10) years, five (5) of which include working on a State of California project. Referenced work must have been consistent with the proposed position and for a client external to the Offeror’s organization and subsidiaries. Research and development projects internal to the employee’s organization will not be counted towards the experience requirements.

10. Section V – Administrative Requirements, Sub-section 13. Proposed Key Staff Qualifications (Desirable) – 2200 Points, 1. Project Manager (PM), page 44 of 198

- **PM.1** – Sixty (60) months experience, within the ten (10) years, five (5) of which include working on a State of California project, preceding the publication of this RFO, with managing complex IT system implementation projects that have one-time total costs of $5 million or more and that include many stakeholders and multiple external system interfaces

- **PM.2** – Sixty (60) months experience, within the ten (10) years preceding the publication of this RFO, managing projects utilizing Project Management Institute (PMI®) methodologies or similar professional project management methodologies
• PM.3 – Thirty six (36) months experience planning complete life-cycles of phased IT system implementation projects

11. Section V – Administrative Requirements, Exhibit V.6 (1) Key Staff Experience Matrix – Project Manager (PM), PM.1, page 57 of 198

PM.1 - Sixty (60) months experience, within the ten (10), five (5) of which include working on a State of California project, years preceding the publication of this RFO, with managing complex IT system implementation projects that have one-time total costs of $5 million or more and that include many stakeholders and multiple external system interfaces. (Desired)

12. Section V – Administrative Requirements, Exhibit V.6 (5) Key Staff Experience Matrix – Lead Security Architect (SA) is hereby replaced in its entirety, page 61 of 198, please see attached page.


The Offer must describe the approach to schedule management in a draft Schedule Management Plan (SMP), which includes resource updates, tracking of resource activities, milestone progress and reporting, critical path monitoring, schedule issues, status reporting based on work breakdown structure, and contingency activities. The narrative description of schedule management must describe how the Offeror will account for all other project activities.

Along with a narrative description of the schedule management approach in the draft SMP, the Offeror's response to this requirement must include a draft Integrated Project Schedule (IPS) that contains the tasks/activities of Offeror. The IPS must contain a list of planned tasks, milestones, estimated completion dates, resource assignments, and dependencies between tasks. The IPS must also include tasks’ dependencies on other Offeror’s CARS activities, including but not limited to deliverable planning, DED development and approval and the SOS’ review of submitted deliverables, each as described in Section VII – SOW, Exhibit VII.1 - Tasks and Deliverables and Offeror correction of deficiencies. The submitted IPS must include a preliminary Gantt chart.

NOTE: This is a fixed-price contract and the primary assumption is that there will be no change orders. Change orders will only be considered under the terms identified under Section VII - SOW, Section 7 - Unanticipated Tasks or for tasks that are the result of State or Federal legislatives, or law or regulation changes.

The Offeror is required to respond to each requirement listed in and using Section VI – Project Management, Functional and Non-functional Requirements, Exhibit VI.2 - Non-functional Requirements. The SOS expects Offerors to develop a solution to meet all of the non-functional/technical needs. The proposed business solution shall address the business processes described in Section IV – Proposed System and Business Processes. Offerors shall not simply retype the requirements.

Offerors are reminded that in order to receive a "Pass" for these requirements, the response to each requirement must be complete and address in detail for the Review Team to understand how requirements will be met. Failure to communicate how requirements will be met may be subject to offer rejection.

Offerors shall provide a narrative response for each requirement individually, consisting of, for each requirement:

- The Proposed Solution Description column: a detailed description how the Offeror’s proposed solution meets the needs associated with the requirement. This description must be in sufficient detail for the SOS to fully understand all aspects of the proposed solution.
- The Supporting Documentation Reference column: If applicable indicate where (Offer Response volume number and page number or section in the product literature) in the Offeror’s Offer volumes additional material can be found that is to be considered in the review of the requirement response.

Note: the Offeror’s may provide screen shots, links, or wire frames from other system(s) implemented by the Offeror or the proposed solution.


| CARS-RQ-US-0201 | User Support | The system functions and features shall conform to accessibility standards cited in  
| | | — California Government Code Section 11135  
| | | — Section 508 of the United States Rehabilitation Act  
| | | — Web Content Accessibility Guidelines 2.0 (W3C)  
| | | World Wide Web | Mandatory |

| CARS-RQ-PE-0699 | Performance | The System shall support the latest version of the designated web browsers for both desktop and mobile devices at the time of contract award and the prior two web browser versions for the duration of the browser support lifecycle. | Mandatory |

17. Section VI – Project Management, Functional and Non-functional Requirements, Sub-section D. Functional Requirements (R1), Requirement # CARS-RQ-PE-0702, page 128 of 198 is hereby removed in its entirety.

| CARS-RQ-PE-0702 | Performance | The System shall conform to open data standards that support sharing of diverse datasets. | Mandatory |


(b) The fixed price listed in this Contract shall provide for all Contractor tasks, including but not limited to the Deliverables, as defined in Section VII- SOW, Exhibit VII.1 - Tasks and Deliverables and as more fully specified in:

1. The Project Management Plan (PMP) Deliverable, which defines the technical and managerial project functions, processes, activities, tasks, and schedules necessary to satisfy the Project requirements and produce required Contractor deliverables and which must receive the SOS’s acceptance. Contractor’s PMP Deliverable shall be developed based upon the Offeror’s draft PMP and shall be submitted for the SOS’ review and acceptance within forty-five (45) calendar days of the Contract start date.

2. The Integrated Project Schedule (IPS), which specifies the planned tasks, milestones, estimated completion dates, resource assignments, and dependencies between tasks and which is effective only after it receives the SOS’ acceptance. In collaboration with the CARS Project Director (or designee), the Contractor develops the IPS based upon the draft IPS in the Offer (included in the Offer's Schedule Management Plan) within forty-five (45) calendar days of the Contract Award Date. The updated and accepted IPS identifies major activities the Contractor must undertake to complete its Deliverables and to deliver required services in a timely manner. The IPS also identifies all activities that other
The SIP is envisioned to be the single consolidated schedule for the CARS Project to be completed. While the IPS is initially included in the Offeror’s Schedule Management Plan, it is delivered and maintained as a separate Deliverable independent of the Schedule Management Plan for the term of the Contract, and any subsequently revised and accepted IPS that is within the scope of the Contract, an approved Work Authorization, or an authorized Change Order shall be deemed incorporated herein without the necessity of a Contract amendment. The IPS is envisioned to be the single consolidated schedule for the CARS Project.


The SOS requires that in the planning and design phase the Contractor’s plan, analysis and design activities be performed exclusively onsite. While in the development phase, the Contractor’s design, development, testing, and training development activities can be conducted remotely except as set forth below. The staff filling the Contractor’s five (5) Key Staff Roles, which include the Contractor’s Project Manager, Business Lead, Development Lead, Technical Architect and Lead Security Architect, must work exclusively at the SOS’ Sacramento office. No tasks shall be performed offshore. If Contractor identifies potential tasks that the five (5) Key Staff Roles could accomplish off-site without adversely affecting the project, the SOS CARS Project Director or designee may grant exceptions based on Contractor’s written request and justification, submitted in writing to the SOS CARS Project Director at least ten (10) State business days prior to the date that the Contractor proposes such off-site work begin and contingent upon the SOS CARS Project Director written approval of the request before work begins.


In collaboration with the CARS Project Manager (or designee), the Contractor shall, within forty-five (45) calendar days of Contract Start Date, update the IPS that Contractor submitted in its Offer, identifying major activities the Contractor shall undertake to complete its Deliverables in a timely manner. The updated and submitted IPS shall also include identification of all activities that other contractors and SOS staff must perform in order for the project to complete. In addition, the IPS must accommodate time for the SOS Team, to inspect any of Contractor's work in progress as described in Section VII - SOW, Section 10(h) – Inspection of Work in Progress. The IPS shall also detail the deployment timeline of each environment.

The IPS shall include a work decomposition that includes resource loading of all contractors (including the SI Contractor, other state departments,
independent verification and validation, quality assurance, etc.) as well as SOS staff, and shall have start and finish predecessors and successor dependencies identified for each task. In addition, the IPS shall clearly identify all Phases, payments and interim milestones.

The IPS shall include provisions for the SOS Team to periodically review Contractor-specific plans, documents that are a work in progress.

The IPS shall be developed and maintained using MS Project 2012 or later. Management and updating of the IPS shall conform to the CARS Schedule Management standards, processes, and roles and responsibilities that will be defined and documented in the CARS Schedule Management Plan. The Contractor shall maintain one IPS which captures all its work across the Project. The Contractor shall be responsible for defining and tracking all tasks and dependencies related to completion of its contracted Deliverables. The IPS shall be comprehensive and detailed for the current and upcoming Phase, but may be more high-level for later Phases. Twenty (20) State business days prior to the start of each Phase, the Contractor shall present a comprehensive and detailed IPS that includes full detail for that Phase for acceptance by the SOS.

Upon SOS acceptance of the IPS, Contractor shall participate in the biweekly ongoing schedule maintenance and schedule update process. Contractor shall follow the defined procedures and standards documented in the SOS Schedule Management Plan. Contractor shall (1) gather and incorporate updates on schedule work products into MS Project 2012 or later, (2) elaborate and develop detailed work breakdown and duration estimates required for rolling wave planning, and (3) conduct and complete schedule analysis and schedule quality assurance activities that are required to control performance.

The Contractor shall update its IPS, including progress on SOS staff work and other SOS contractor work at least biweekly and shall submit the updated IPS, incorporating progress as of the end of each two week period, to the CARS Project Manager or designee within two (2) State business days of the end of that two week period. The Contractor’s IPS update process shall include work with the CARS Project Manager (or designee) to complete schedule quality assurance to verify that dates, resource allocations, percentages, etc. are correct, and thereby ensure that reporting against baseline data can be generated accurately according to the quality-related components outlined in the SOS Schedule Management Plan.

Except as stated herein this Addendum, all other terms and conditions of this RFO shall remain the same.
## Exhibit V.6 (5)
### Key Staff Experience Matrix – Lead Security Architect (SA)

<table>
<thead>
<tr>
<th>Contractor Name:</th>
<th>Staff Name:</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Proposed Role:</strong> Lead Security Architect (SA) – CHECK CLASSIFICATION SELECTED</td>
<td></td>
</tr>
<tr>
<td><em>Note: IF reporting the SA.3 desirable experience, a copy of CISSP or equivalent certificate must be provided along with Exhibit V.6 for the proposed SA.</em></td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>PROJECT NAME</th>
<th>Classification: “Security Engineer”</th>
<th>Classification: “Information Security Specialist”</th>
<th>Number of Full-time Month Equivalents</th>
</tr>
</thead>
<tbody>
<tr>
<td>Client Name</td>
<td>Type of Experience/Education</td>
<td>Type of Experience/Education</td>
<td></td>
</tr>
<tr>
<td>Timeframe on Project</td>
<td>A minimum of ten (10) years of experience with developing and implementing technical solutions to help mitigate security vulnerabilities. (<em>Mandatory</em>)</td>
<td>A minimum of five (5) years of experience applying security policies, standards, testing, modification and implementation. At least three (3) years of that experience must be in information security analysis. (<em>Mandatory</em>)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Possession of a Bachelor’s Degree in an IT-related or Engineering field. Additional qualifying experience may be substituted for the required education on a year-for-year basis. (<em>Mandatory</em>)</td>
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<td></td>
</tr>
<tr>
<td></td>
<td>SA.1 – At least five (5) years of experience performing technical security control architecture and design; information security solution engineering; security technology implementations; evaluating new security technologies; and maintaining and operating at least one (1) system similar in scope to the Offeror’s proposed CARS solution. (<em>Desirable</em>)</td>
<td>SA.1 – At least five (5) years of experience performing technical security control architecture and design; information security solution engineering; security technology implementations; evaluating new security technologies; and maintaining and operating at least one (1) system similar in scope to the Offeror’s proposed CARS solution. (<em>Desirable</em>)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>SA.2 – At least five (5) years of experience in security technologies including, but not limited to cloud services, operating systems, networking, databases, directory services, firewalls, encryption, web services and applying security principles based on best practices and industry standards. (<em>Desirable</em>)</td>
<td>SA.2 – At least five (5) years of experience in security technologies including, but not limited to cloud services, operating systems, networking, databases, directory services, firewalls, encryption, web services and applying security principles based on best practices and industry standards. (<em>Desirable</em>)</td>
<td></td>
</tr>
</tbody>
</table>

*Additional rows, for each “project block”, as necessary.*